

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
	:
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AFFIDAVIT AND DISCLOSURE STATEMENT OF PETER SNOWDON,
ON BEHALF OF NORTON ROSE LLP

STATE OF England & Wales)
 City of London) ss:
COUNTY OF _____)

Peter Snowdon, being duly sworn, upon his oath, deposes and says:

1. I am a partner of Norton Rose LLP, located at 3 More London Riverside,
London, SE1 2AQ United Kingdom (the "Firm").

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the
above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors")
and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm
provide (i) legal and regulatory services to the Debtors in connection with the establishment of a
new FSA authorized entity within the context of the chapter 11 cases, (ii) legal advice through
Norton Rose Hong Kong (an affiliate of the Firm and a member of the Norton Rose Group) to
REPE Asia LLC (an indirect subsidiary of LBHI) on Hong Kong law aspects of its
reorganization (iii) advice to Lehman Brothers Asset Management Asia Limited, which is also a
subsidiary of LBHI, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm currently represents various clients on issues arising from the bankruptcy/administration of several Lehman Brothers entities. This includes but is not limited to advice on (i) derivatives and the termination of derivative contracts, (ii) stock lending agreements, (iii) insolvency law issues, (iv) client money, (v) Lehman's commercial paper, (vi) joint venture arrangements, (vii) repo transactions, (viii) facility agreements, (ix) credit recovery, (x) fund and asset management agreements, (xi) forex forwards, (xii) commodities, (xiii) broker arrangements, (xiv) investment contracts and (xv) mortgage securitisation. If approved by the US Bankruptcy Court, the Firm will act as UK counsel to James W. Giddens, the Trustee of the SIPA liquidation of Lehman Brothers Inc. ("LBI"), and the Firm's remit will be to advise on all aspects of LBI and the Trustee's duties, rights, powers and interests in the UK and in relation to the UK administration of various Lehman Brothers entities. In addition, Norton Rose's Beijing office has been assisting with the winding down of LBI's representative office in Beijing. A number of these and future engagements may include advising clients on potential claims against Lehman Brothers entities. In regards to the above mentioned matters, the Firm does not perform services for any such person in connection with these chapter 11 cases with respect to those matters that come within the scope of the Firm's representation to the Debtors.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$ 0 for prepetition services.

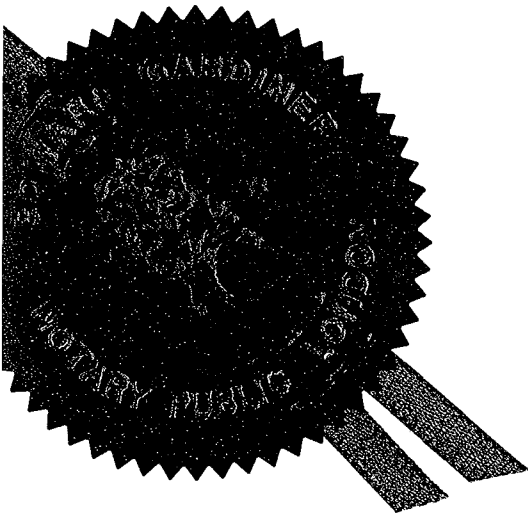
7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.¹

Subscribed and sworn to before me
this 18 day of November, 2008

Edward Gardiner

Notary Public

JL SA



Notary Public, London, England
(Edward Gardiner)
My Commission Expires with Life

¹ If necessary.

CHEESWRIGHTS

NOTARIES PUBLIC

Bankside House, 107 Leadenhall Street
London EC3A 4AF
Tel : 020 7623 9477
Fax : 020 7623 5428

E-mail : notary@cheeswrights.co.uk
www.cheeswrights.co.uk

Canary Wharf Office
Tel : 020 7712 1565

With Compliments



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SOUTHERN DISTRICT OF NEW YORK**

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN
BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively,
the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Norton Rose LLP, 3 More London Riverside, London, SE1 2AQ United

Kingdom
2. Date of retention: 17 October 2008
3. Type of services provided (accounting, legal, etc.):

Legal and regulatory

4. Brief description of services to be provided:

Advice on UK financial services regulatory issues and application for authorization to the UK Financial Services Authority for a new Lehmans entity within the context of the chapter 11 cases.

Legal advice through Norton Rose Hong Kong (an affiliate of the Firm and a member of the Norton Rose Group) to REPE Asia LLC (an indirect subsidiary of LBHI) on Hong Kong law aspects of its reorganization.

Legal advice to Lehman Brothers Asset Management Asia Limited, which is also a subsidiary of LBHI.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

(a) Average hourly rate (if applicable):

Our fees will be charged by reference to the time spent on the matter at the following hourly rates:

Partner	£562.50
Senior Associate	£468
Middle Associate	£450
Junior Associate	£279
Trainee	£162
Regulatory Executive	£162

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ N/A _____

Date claim arose: N/A _____

Source of Claim: N/A _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A. Having made enquiries of the head of compliance of the Firm, we are not aware of any prepetition claims against the Debtors held individually by any member, associate, or professional employee of the Firm.

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A _____

No. of shares: None _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A. Having made enquiries of the head of compliance of the Firm, we are not aware that any member, associate, or professional employee of the Firm currently holds any stock of the Debtors.

Status: _____

Kind of shares: _____

No. of shares: _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

Norton Rose LLP is advising various clients on issues arising from the bankruptcy/administration of Lehman (as defined in paragraph 2 of Exhibit A). This includes but is not limited to advice on (i) derivatives and the termination of derivative contracts, (ii) stock lending agreements, (iii) insolvency law issues, (iv) client money, (v) Lehman's commercial paper, (vi) joint venture arrangements, (vii) repo transactions, (viii) facility agreements (ix) credit recovery, (x) fund and asset management agreements, (xi) forex forwards, (xii) commodities, (xiii) broker arrangements, (xiv) investment contracts and (xv) mortgage securitisation. If approved by the US Bankruptcy Court, the Firm will act as UK counsel to James W. Giddens, the Trustee of the SIPA liquidation of Lehman Brothers Inc., and the Firm's remit will be to advise on all aspects of LBI and the Trustee's duties, rights, powers and interests in the UK and in relation to the UK administration of various Lehman Brothers entities. In addition, Norton Rose's Beijing office has been assisting with the winding down of LBI's representative office in Beijing.

11. Name of individual completing this form:

Peter Snowdon